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SURFACE TRANSPORTATION BOARD



January 5, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Chief:

Please find attached one (1) copy of the Memorandum of Assignment and Assumption Agreement dated December 22, 2011 between the following parties:

Assignee: Rail Connection, Inc.
737 Eleanor Industrial Park
Eleanor, WV 25070

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1, attached hereto, for the equipment, (30) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated December 22, 2011 related to thirty (30) railcars bearing reporting marks: JTSX 316454-480648, sporadic

Please file this as a secondary document under Recordation Number 30052-A as it relates to the document previously filed with the Surface Transportation Board under Recordation Number 30052. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

A handwritten signature in cursive script that reads 'Julie Woodard'.

Julie Woodard
Contract Manager

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JUDICIAL COUNCIL OF WEST VIRGINIA

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of December 22nd, 2011 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **RAIL CONNECTION, INC.**, a West Virginia corporation ("Assignee").

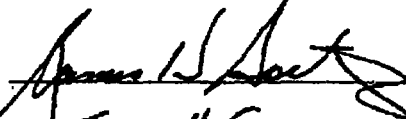
WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain Railroad Equipment Lease dated September 1, 2011 between The David J. Joseph Company and M-I LLC for thirty (30) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

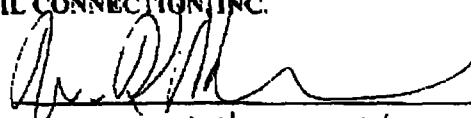
THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of December 22nd, 2011.

THE DAVID J. JOSEPH COMPANY

By: 
Name: JAMES H. GOETZ
Title: EXEC VP + CFO

RAIL CONNECTION, INC.

By: 
Name: Warren R. Higginbotham
Title: V.P.

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 22nd day of December 2011, before me the subscriber, Julie M. Woodard, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Exec VP & CFO of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22nd day of December 2011.

Julie M Woodard
(Notary Signature)

My commission expires:

9-24-12

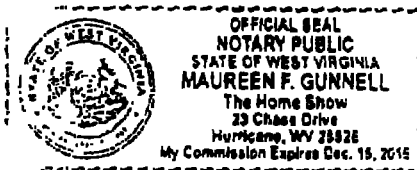


Julie M. Woodard
Notary Public, State of Ohio
My Commission Expires 09-24-2012

STATE OF WV)
COUNTY OF Putnam) SS:

On this 29th day of December 2011, before me the subscriber, Maureen F. Gunnell, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Warren K. Higginbotham, to me personally known, who stated and acknowledged that he/she is the Vice-President of Rail Connection, Inc., a West Virginia corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 29th day of December, 2011.



My commission expires.

Maureen F. Gunnell
(Notary Signature)

12-15-2015

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

Thirty (30) railcars bearing reporting marks:

JTSX316454
JTSX316491
JTSX466753
JTSX466766
JTSX466780
JTSX466790
JTSX466801
JTSX466804
JTSX466808
JTSX466812
JTSX466817
JTSX466818
JTSX466825
JTSX466830
JTSX466848
JTSX466854
JTSX466868
JTSX466869
JTSX466876
JTSX466885
JTSX466886
JTSX466893
JTSX466899
JTSX466909
JTSX466910
JTSX466911
JTSX466917
JTSX466918
JTSX466920
JTSX480648

LEASE: Dated September 1, 2011 between The David J. Joseph Company and M-I LLC.